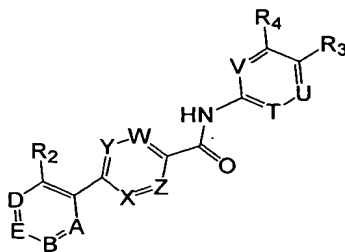


Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, B, D, E, W, X, Y and Z are independently CR₁ or N;

T, U and V are independently CR₈ or N;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L_a-R_a;

R₂ is selected from nitro, cyano, -NHOH, and groups of the formula L_a-R_a; with the proviso that R₂ is not hydrogen;

R₃ and R₄ are:

- (a) each independently selected from (i) hydrogen and halogen; and (ii) C₁-C₈alkyl, C₂-C₈alkyl ether and -(SO₂)C₁-C₆alkyl, each of which is substituted with from 0 to 5 substituents independently chosen from halogen, hydroxy, amino, cyano and nitro; with the proviso that at least one of R₃ and R₄ is not hydrogen; or
- (b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings; and dioxane, wherein each fused ring is substituted with from 0 to 3 substituents independently chosen from halogen, hydroxy, amino, nitro, cyano, C₁-C₆alkyl and C₁-C₆haloalkyl;

R₈ is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;

L_a is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein

m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

R_a is independently selected at each occurrence from:

(a) hydrogen; and

(b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), (5-membered heteroaryl)C₀-C₄alkyl and (5- to 7-membered heterocycloalkyl)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl, and mono- and di-(C₁-C₆alkyl)amino.

2. (Original) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein A is N.

3. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 or claim 2, wherein R₂ is selected from cyano, nitro, NHOH, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄hydroxyalkyl, C₁-C₄alkoxy, C₁-C₄alkylthio, C₁-C₄alkanoyl, aminoC₀-C₄alkyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), (C₅-C₆cycloalkyl)amino, (5- or 6-membered heterocycloalkyl)C₀-C₄alkyl, -N(R_x)SO₂C₁-C₄alkyl and -N(SO₂C₁-C₄alkyl)₂.

4-5. (Cancelled)

6. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 1-5~~ claim 1, wherein B and D are CR₁, and wherein each R₁ at B and D is independently selected from hydrogen, halogen, cyano, C₁-C₄alkyl, C₁-C₄haloalkyl and C₁-C₄alkoxy.

7. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 ~~any one of claims 1-6~~, wherein E is N or CR₁, wherein R₁ at E is hydrogen, C₁-C₄alkyl or C₁-C₂alkoxy.

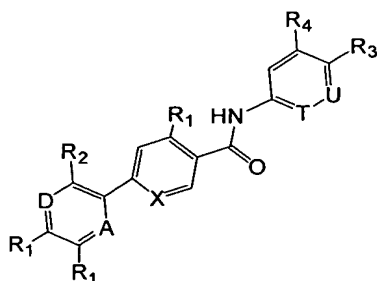
8. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 ~~any one of claims 1-7~~, wherein W, Y and Z are CR₁, and wherein each R₁ at W, Y and Z is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy, -N(H)SO₂C₁-C₄alkyl, -N(C₁-C₄alkyl)SO₂C₁-C₄alkyl and -N(SO₂C₁-C₄alkyl)₂.

9. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 8, wherein X is N or CH.

10-12. (Cancelled).

13. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 ~~any one of claims 1-12~~, wherein R₃ and R₄ are independently selected from hydrogen, halogen, C₁-C₄alkyl, C₂-C₄alkyl ether, C₁-C₄haloalkyl, C₁-C₄hydroxyalkyl and -SO₂CF₃; or wherein R₃ and R₄ are taken together to form a fused ring chosen from 5-membered carbocyclic and heterocyclic rings, phenyl, dioxane and dioxepane.

14. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1, having the formula:



wherein:

A, T, U and X are independently N or CH;

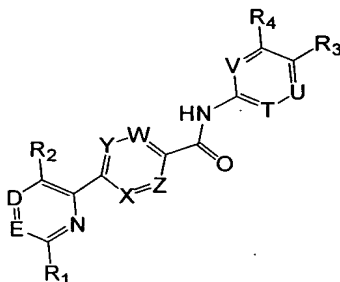
D is CH;

each R₁ is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy, -N(H)SO₂C₁-C₄alkyl, -N(C₁-C₄alkyl)SO₂C₁-C₄alkyl and -N(SO₂C₁-C₄alkyl)₂;

R₂ is cyano, CHO, amino, nitro, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, propoxy, methylthio, ethylthio, -N(H)SO₂C₁-C₄alkyl, -N(CH₃)SO₂C₁-C₄alkyl or -N(SO₂CH₃)₂; and R₃ and R₄ are independently selected from hydrogen, halogen, C₁-C₄alkyl, C₂-C₄alkyl ether, C₁-C₄haloalkyl, C₁-C₄hydroxyalkyl and -SO₂CF₃; or R₃ and R₄ are taken together to form a fused ring chosen from 5-membered carbocyclic and heterocyclic rings, phenyl, dioxane and dioxepane.

15-16. (Cancelled).

17. (Currently Amended) A compound of the formula:



wherein:

D, E, G, W, X, Y and Z are independently CR₁ or N;

T, U and V are independently CR₈ or N;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R₂ is halogen, cyano, nitro or a group of the formula L-M; with the proviso that R₂ is not hydrogen;

R₃ and R₄ are:

(a) independently chosen from R₈; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, C₀-C₄alkyl, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;

R₈ is independently chosen at each occurrence from:

(a) hydrogen, halogen, hydroxy, amino, cyano and nitro; and

(b) C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, -SO₂CF₃, 5- to 7-membered heterocycloalkyl, mono- and di-(C₁-C₆alkyl)amino, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl; each of which is substituted with from 0 to 3 substituents independently selected from hydroxy, halogen, cyano, oxo, C₁-C₄alkyl and C₁-C₄haloalkyl;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), phenylC₀-C₄alkyl, (5-membered heteroaryl)C₀-C₄alkyl and (5- to 7-membered heterocycloalkyl)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino.

18. (Original) A compound or pharmaceutically acceptable form thereof according to claim 17, wherein R₃ is selected from:

(a) halogen; and

(b) C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, -SO₂CF₃, C₂-C₆alkyl ether and 5- to 7-membered heterocycloalkyl, each of which is substituted with from 0 to 3 substituents independently selected from hydroxy, halogen, cyano, oxo, C₁-C₄alkyl and C₁-C₄haloalkyl.

19. (Cancelled).

20. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 17-19~~ claim 17, wherein W, Y and Z are CR₁, and wherein each R₁ at W, Y and Z is independently selected from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy, -N(H)SO₂C₁-C₄alkyl, -N(C₁-C₄alkyl)SO₂C₁-C₄alkyl and -N(SO₂C₁-C₄alkyl)₂.

21. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 20, wherein X is N or CH.

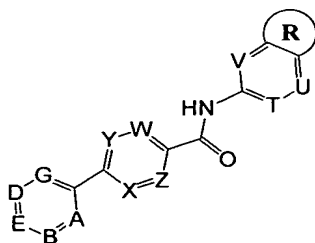
22-24. (Cancelled).

25. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 17-24~~ claim 17, wherein R₂ is selected from:

- (i) halogen, nitro, cyano and -NOH; and
- (ii) C₁-C₆alkyl, C₁-C₆alkoxy, C₁-C₆alkylthio, C₁-C₆haloalkyl, C₁-C₆hydroxyalkyl, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, aminoC₀-C₆alkyl, mono- and di-(C₁-C₆alkyl)aminoC₀-C₆alkyl, oxadiazolyl, pyrazolyl, (5- or 6-membered heterocycloalkyl)C₀-C₆alkyl, -N(H)SO₂C₁-C₆alkyl, -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(H)SO₂-(C₀-C₂alkyl)-phenyl; each of which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, cyano, C₁-C₄alkyl and C₁-C₄haloalkyl.

26-29. (Cancelled).

30. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, B, E, D and G are independently CH, CR₇ or N; with the proviso that at least one of G, D and E is CR₇;

W, X, Y and Z are independently chosen from CR₁ and N;

T, U and V are independently chosen from CR₈ and N;

- (R) represents a fused 5- or 7-membered carbocyclic or heterocyclic ring or a fused dioxane ring, wherein the fused ring is substituted with from 0 to 3 substituents independently selected from oxo, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy and C₁-C₄haloalkoxy;
- R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;
- R₇ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M; with the proviso that R₇ is not hydrogen;
- R₈ is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;
- L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and
- M is independently selected at each occurrence from:
- (a) hydrogen, and
 - (b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), phenylC₀-C₄alkyl, (5-membered heteroaryl)C₀-C₄alkyl and (5- to 7-membered heterocycloalkyl)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino.

31. (Original) A compound or pharmaceutically acceptable form thereof according to claim 30, wherein at least two of W, X, Y and Z are CR₁, and at least one of T and U is CR₈.

32. (Original) A compound or pharmaceutically acceptable form thereof according to claim 30, wherein W, Y and Z are CR₁, and wherein each R₁ is independently chosen from

hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy, -N(H)SO₂C₁-C₄alkyl, -N(C₁-C₄alkyl)SO₂C₁-C₄alkyl and -N(SO₂C₁-C₄alkyl)₂.

33. (Cancelled).

34. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~claim 33~~claim 32, wherein each R₁ is hydrogen, and wherein X is N or CH.

35. (Cancelled).

36. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 30-35~~claim 30, wherein ^(R) is selected from cyclopentene, thiazole, dioxolane, dioxane and dioxepane, each of which is substituted with from 0 to 2 substituents independently selected from oxo, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy, and C₁-C₄haloalkoxy.

37-38. (Cancelled).

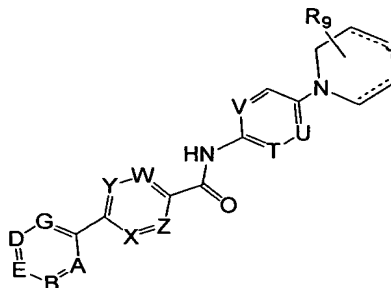
39. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to ~~any one of claims 30-38~~claim 30, wherein G is CR₇.

40. (Original) A compound or pharmaceutically acceptable form thereof according to claim 39, wherein B, D and E are CH or CR₇.

41. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 39 ~~or claim 40~~, wherein A is N or CH.

42-44. (Cancelled).

45. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

J is N, NH, O or S;

A, B, E, D and G are independently CH, CR₇ or N; with the proviso that at least one of G, D and E is CR₇;

W, X, Y and Z are independently CR₁ or N;

T, U and V are independently CR₈ or N;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-R_a;

R₇ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-R_a, with the proviso that R₇ is not hydrogen;

R₈ is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;

R₉ represents from 0 to 2 substituents independently chosen from halogen, cyano, nitro, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₄haloalkyl, C₁-C₄haloalkoxy, mono- and di-(C₁-C₆alkyl)amino, and C₂-C₆alkyl ether;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

R_a is independently selected at each occurrence from:

(a) hydrogen; and

(b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), and (5- to 7-membered heterocycloalkyl)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino.

46. (Original) A compound or pharmaceutically acceptable form thereof according to claim 45, wherein at least two of W, X, Y and Z are CR₁, at least one of T and U is CR₈, and each R₁ and R₈ is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄haloalkyl and C₁-C₄alkoxy.

47-49. (Cancelled).

50. (Original) A compound or pharmaceutically acceptable form thereof according to claim 46, wherein X is N.

51. (Original) A compound or pharmaceutically acceptable form thereof according to claim 45, wherein A is N or CH.

52. (Original) A compound or pharmaceutically acceptable form thereof according to claim 45, wherein G is CR₇.

53-57. (Cancelled).

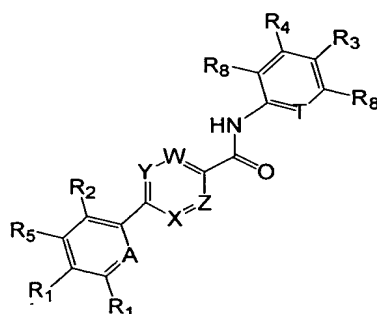
58. (Original) A compounds or form thereof according to claim 45, wherein:
J is O;
each R₇ is independently selected from halogen, amino, cyano, nitro, CHO, C₁-C₄alkyl, C₁-C₄haloalkyl, C₁-C₄alkoxy, C₁-C₄alkylthio, -N(H)SO₂C₁-C₄alkyl, -N(CH₃)SO₂C₁-C₄alkyl and -N(SO₂CH₃)₂;
R₁ at W, Y and Z is CR₁, wherein each R₁ is independently chosen from hydrogen, halogen, hydroxy and C₁-C₄alkyl;

A is N or CH; and

T and U are independently N or CH.

59. (Cancelled).

60. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, T, W, X, Y, Z are independently CR₁ or N;

each R₁ and R₈ is independently chosen from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₄haloalkyl and C₁-C₄haloalkoxy;

either:

- (a) R₂ is a halogen and R₅ is hydrogen; or
- (b) R₂ is hydrogen and R₅ is a halogen; and

with regard to R₃ and R₄:

- (a) R₃ is C₁-C₆alkyl and R₄ is hydrogen, halogen, hydroxy, amino, cyano, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₄haloalkyl or C₁-C₄haloalkoxy;
- (b) R₃ is hydrogen, halogen, amino, cyano or C₁-C₄alkoxy; and R₄ is halogen, hydroxy, amino, cyano, C₁-C₄alkyl or C₁-C₄alkoxy; or
- (c) R₃ and R₄ are taken together to form a 5- or 6-membered partially saturated carbocycle substituted with from 0 to 2 substituents independently chosen from halogen, hydroxy, amino, cyano, nitro, oxo, C₁-C₄alkyl and C₁-C₄alkoxy.

61. (Original) A compound or pharmaceutically acceptable form thereof according to claim 60, wherein:

W and X are CH;

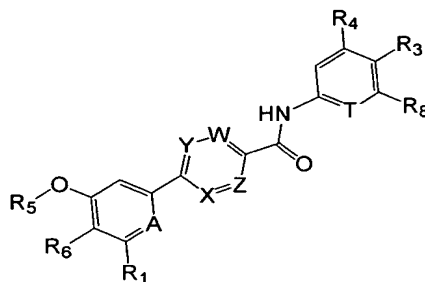
A and T are independently CH or N;

Each R₈ is hydrogen; and

each R₁ is hydrogen or halogen.

62-64. (Cancelled).

65. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A and T are independently CH or N;

W, X, Y and Z are independently CR₁ or N;

R₁ and R₈ are independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₄haloalkyl and C₁-C₄haloalkoxy;

R₃ and R₄ are:

- (a) independently chosen from hydrogen, halogen, hydroxy, amino, cyano, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₄haloalkyl and C₁-C₄haloalkoxy; or
- (b) taken together to form a fused ring chosen from 5- to 7-membered partially saturated carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, wherein the fused ring is substituted with from 0 to 2 substituents independently chosen from halogen, hydroxy, amino, cyano, nitro, oxo, C₁-C₄alkyl, and C₁-C₄alkoxy;

R₅ is:

- (a) C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkenyl or C₁-C₆alkynyl; or

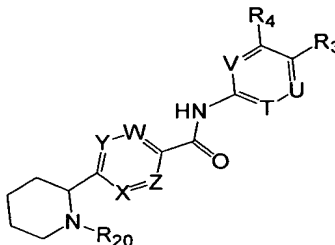
(b) taken together with R₆ to form a fused 5- to 7-membered partially saturated heterocycle; and
R₆ is:

- (a) hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₄alkyl, C₁-C₄alkoxy, C₁-C₄haloalkyl or C₁-C₄haloalkoxy; or
- (b) taken together with R₅ to form a fused 5- to 7-membered partially saturated heterocycle.

66. (Original) A compound or pharmaceutically acceptable form thereof according to claim 65, wherein R₃ and R₄ are taken together to form a fused cyclopentene, thiazole, dioxolane or dioxane ring, each of which is unsubstituted or substituted with a methyl group.

67-69. (Cancelled).

70. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

T, U, V, W, X, Y and Z are independently CR₁ or N;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R₃ and R₄ are:

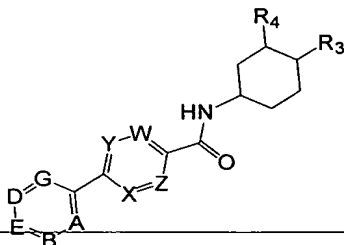
- (a) independently chosen from R₁; or
- (b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)aminoC₀-C₄alkyl, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂ and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;

R₂₀ is hydrogen, C₁-C₆alkyl, C₁-C₆alkanoyl or -SO₂C₁-C₆alkyl;

L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), phenylC₀-C₄alkyl and (5- to 7-membered heterocycle)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino.

71. (Original) A compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

A, B, E, D, G, W, X, Y and Z are independently CR₁ or N;

R₃ and R₄ are independently chosen from R₁;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

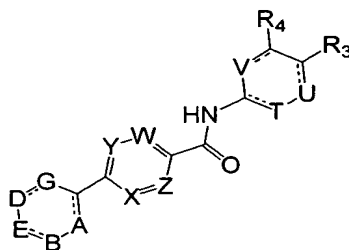
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), phenylC₀-C₄alkyl and (5- to 7-membered heterocycle)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-

C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino.

72-76. (Cancelled).

77. (Original) A method for reducing calcium conductance of a cellular capsaicin receptor, comprising contacting a cell expressing a capsaicin receptor with at least one compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each ---- independently represents a single or double bond;

either: (a) A, B and E are independently CR₁, C(R₁)₂, NR₁ or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R₁, and the other of A or E is CR₁, C(R₁)₂, NR₁ or N;

D and G are independently CR₁, C(R₁)₂, NR₁ or N;

W, X, Y and Z are independently CR₁ or N;

T, U and V are independently CR₈, C(R₈)₂, N or NH;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R₃ and R₄ are:

(a) independently chosen from R₈; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy,

C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)aminoC₀-C₄alkyl, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂, and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;

R₈ is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂, -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

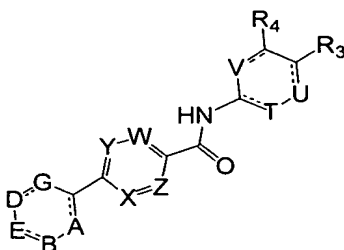
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), phenylC₀-C₄alkyl, (5-membered heteroaryl)C₀-C₄alkyl and (5- to 7-membered heterocycloalkyl)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino;

and thereby reducing calcium conductance of the capsaicin receptor.

78-87. (Cancelled).

88. (Original) A method for treating a condition responsive to capsaicin receptor modulation in a patient, comprising administering to the patient a capsaicin receptor modulatory amount of at least one compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each --- independently represents a single or double bond;

either: (a) A, B and E are independently CR₁, C(R₁)₂, NR₁ or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R_1 , and the other of A or E is CR_1 , $C(R_1)_2$, NR_1 or N;

D and G are independently CR_1 , $C(R_1)_2$, NR_1 or N;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8 , $C(R_8)_2$, N or NH;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_8 ; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkoxy, C_1 - C_6 alkanoyl, C_2 - C_6 alkyl ether, mono- and di- $(C_1$ - C_6 alkyl)amino, C_0 - C_4 alkyl, $-N(H)SO_2C_1$ - C_6 alkyl, $-N(SO_2C_1$ - C_6 alkyl) $_2$, and $-N(C_1$ - C_6 alkyl) SO_2C_1 - C_6 alkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkoxy, C_1 - C_6 alkanoyl, C_2 - C_6 alkyl ether, mono- and di- $(C_1$ - C_6 alkyl)amino, $-N(H)SO_2C_1$ - C_6 alkyl, $-N(SO_2C_1$ - C_6 alkyl) $_2$, $-N(C_1$ - C_6 alkyl) SO_2C_1 - C_6 alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

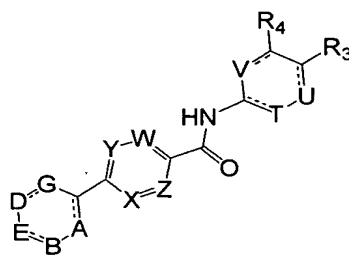
L is independently chosen at each occurrence from a bond, O, $C(=O)$, $OC(=O)$, $C(=O)O$, $OC(=O)O$, $S(O)_m$, $N(R_x)$, $C(=O)N(R_x)$, $N(R_x)C(=O)$, $N(R_x)S(O)_m$, $S(O)_mN(R_x)$ and $N[S(O)_mR_x]S(O)_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1 - C_8 alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, mono- and di- $(C_1$ - C_4 alkyl)amino, C_0 - C_4 alkyl, phenyl, C_0 - C_4 alkyl, (5-membered heteroaryl) C_0 - C_4 alkyl and (5- to 7-membered heterocycloalkyl) C_0 - C_4 alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkoxy, aminocarbonyl, amino, C_1 - C_6 alkyl and mono- and di- $(C_1$ - C_6 alkyl)amino.

and thereby alleviating the condition in the patient.

89-91. (Cancelled).

92. (Currently Amended) A method for treating pain, itch, cough, hiccup or urinary incontinence in a patient, comprising administering to a patient suffering from pain a capsaicin receptor modulatory amount of at least one compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each \equiv independently represents a single or double bond;

either: (a) A, B and E are independently CR₁, C(R₁)₂, NR₁ or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R₁, and the other of A or E is CR₁, C(R₁)₂, NR₁ or N;

D and G are independently CR₁, C(R₁)₂, NR₁ or N;

W, X, Y and Z are independently CR₁ or N;

T, U and V are independently CR₈, C(R₈)₂, N or NH;

R₁ is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R₃ and R₄ are:

(a) independently chosen from R₈; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, C₀-C₄alkyl, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂, and -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl;

R₈ is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, C₁-C₆alkanoyl, C₂-C₆alkyl ether, mono- and di-(C₁-C₆alkyl)amino, -N(H)SO₂C₁-C₆alkyl, -N(SO₂C₁-C₆alkyl)₂, -N(C₁-C₆alkyl)SO₂C₁-C₆alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

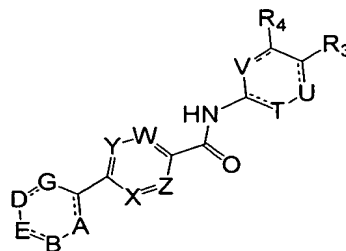
L is independently chosen at each occurrence from a bond, O, C(=O), OC(=O), C(=O)O, O-C(=O)O, S(O)_m, N(R_x), C(=O)N(R_x), N(R_x)C(=O), N(R_x)S(O)_m, S(O)_mN(R_x) and N[S(O)_mR_x]S(O)_m; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C₁-C₈alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C₁-C₈alkyl, C₂-C₈alkenyl, C₂-C₈alkynyl, mono- and di-(C₁-C₄alkyl)amino(C₀-C₄alkyl), phenylC₀-C₄alkyl, (5-membered heteroaryl)C₀-C₄alkyl and (5- to 7-membered heterocycloalkyl)C₀-C₄alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C₁-C₆alkyl, C₁-C₆haloalkyl, C₁-C₆alkoxy, C₁-C₆haloalkoxy, aminocarbonyl, aminoC₁-C₆alkyl and mono- and di-(C₁-C₆alkyl)amino.

and thereby alleviating pain in the patient.

93-103. (Cancelled).

104. (Original) A method for promoting weight loss in an obese patient, comprising administering to a patient a capsaicin receptor modulatory amount of a compound of the formula:



or a pharmaceutically acceptable form thereof, wherein:

each --- independently represents a single or double bond;

either: (a) A, B and E are independently CR₁, C(R₁)₂, NR₁ or N; or

(b) B is joined with A or E to form a fused 5- to 8-membered partially saturated ring that is substituted with from 0 to 3 substituents independently selected from R₁, and the other of A or E is CR₁, C(R₁)₂, NR₁ or N;

D and G are independently CR_1 , $\text{C}(\text{R}_1)_2$, NR_1 or N;

W, X, Y and Z are independently CR_1 or N;

T, U and V are independently CR_8 , $\text{C}(\text{R}_8)_2$, N or NH;

R_1 is independently chosen at each occurrence from halogen, cyano, nitro and groups of the formula L-M;

R_3 and R_4 are:

(a) independently chosen from R_8 ; or

(b) taken together to form a fused ring selected from 5- to 8-membered carbocyclic rings, 5-membered heterocyclic rings, 7-membered heterocyclic rings and dioxane, each of which fused ring is substituted with from 0 to 3 substituents independently selected from halogen, hydroxy, amino, nitro, cyano, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkoxy, C_1 - C_6 alkanoyl, C_2 - C_6 alkyl ether, mono- and di- $(\text{C}_1$ - C_6 alkyl)amino, C_0 - C_4 alkyl, $-\text{N}(\text{H})\text{SO}_2\text{C}_1$ - C_6 alkyl, $-\text{N}(\text{SO}_2\text{C}_1$ - C_6 alkyl) $_2$, and $-\text{N}(\text{C}_1$ - C_6 alkyl) SO_2C_1 - C_6 alkyl;

R_8 is independently chosen at each occurrence from hydrogen, halogen, hydroxy, amino, cyano, nitro, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkoxy, C_1 - C_6 alkanoyl, C_2 - C_6 alkyl ether, mono- and di- $(\text{C}_1$ - C_6 alkyl)amino, $-\text{N}(\text{H})\text{SO}_2\text{C}_1$ - C_6 alkyl, $-\text{N}(\text{SO}_2\text{C}_1$ - C_6 alkyl) $_2$, $-\text{N}(\text{C}_1$ - C_6 alkyl) SO_2C_1 - C_6 alkyl, and 5 to 7 membered heteroalicyclic and heteroaryl rings;

L is independently chosen at each occurrence from a bond, O, $\text{C}(=\text{O})$, $\text{OC}(=\text{O})$, $\text{C}(=\text{O})\text{O}$, $\text{O}-\text{C}(=\text{O})\text{O}$, $\text{S}(\text{O})_m$, $\text{N}(\text{R}_x)$, $\text{C}(=\text{O})\text{N}(\text{R}_x)$, $\text{N}(\text{R}_x)\text{C}(=\text{O})$, $\text{N}(\text{R}_x)\text{S}(\text{O})_m$, $\text{S}(\text{O})_m\text{N}(\text{R}_x)$ and $\text{N}[\text{S}(\text{O})_m\text{R}_x]\text{S}(\text{O})_m$; wherein m is independently selected at each occurrence from 0, 1 and 2; and R_x is independently selected at each occurrence from hydrogen and C_1 - C_8 alkyl; and

M is independently selected at each occurrence from (a) hydrogen; and (b) C_1 - C_8 alkyl, C_2 - C_8 alkenyl, C_2 - C_8 alkynyl, mono- and di- $(\text{C}_1$ - C_4 alkyl)amino, C_0 - C_4 alkyl, phenyl C_0 - C_4 alkyl, (5-membered heteroaryl) C_0 - C_4 alkyl and (5- to 7-membered heterocycloalkyl) C_0 - C_4 alkyl, each of which is substituted with from 0 to 5 substituents independently selected from halogen, hydroxy, cyano, nitro, amino, oxo, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_1 - C_6 alkoxy, C_1 - C_6 haloalkoxy, aminocarbonyl, amino C_1 - C_6 alkyl and mono- and di- $(\text{C}_1$ - C_6 alkyl)amino;

and thereby promoting weight loss in the patient.

105-119. (Cancelled).